

Document Number Only

L98000001690

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002631461--6

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****285.00 ****285.00

Cim

Continental Health Properties of Ft. Myers, LLC

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TALLAHASSEE, FLORIDA

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|-----------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SEP 02 1998

Thanks,
Jeff

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98 SEP -2 AM 11:43
DIVISION OF CORPORATION

CR2E031 (1-89)

ARTICLES OF ORGANIZATION

OF

CONTINENTAL HEALTH PROPERTIES OF FT. MYERS, LLC
a Florida limited liability company

Pursuant to the Florida Limited Liability Company Act ("Act"), as amended, the undersigned organizer hereby adopts the following Articles of Organization.

ARTICLE I. NAME. The name of the Company is CONTINENTAL HEALTH PROPERTIES OF FT. MYERS, LLC ("Company".)

ARTICLE II. MAILING ADDRESS. The mailing address and, if different, the street address of the principle office of the Company is 4951 Tamiami Trail North, Suite 3, Naples, Florida 34103.

ARTICLE III. EFFECTIVE DATE AND DURATION. The Company's existence shall begin on August 27, 1998 and the period of duration for the Company shall be perpetual, unless earlier terminated in accordance with the Act.

ARTICLE IV. MANAGEMENT. The Company shall be managed by a manager and the name and address of such manager who is to serve as manager is Joseph A. Rosin, 555 Skokie Blvd., Ste. 350, Northbrook, Illinois 60062.

ARTICLE V. NAMES AND ADDRESS OF INITIAL MANAGER. The name and mailing address of the initial manager of the Company are:

Joseph A. Rosin
555 Skokie Blvd., Ste. 350
Northbrook, IL 60062

IN WITNESS WHEREOF, the undersigned has executed these
ARTICLES OF ORGANIZATION this 27th day of August, 1998.

"ORGANIZER"


JOSEPH A. ROSIN

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CLERK OF COURT
TALLAHASSEE, FLORIDA

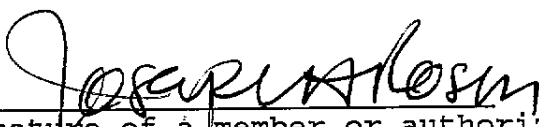
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CONTINENTAL HEALTH PROPERTIES OF FT. MYERS, LLC deposes and says:

1. The above named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is \$50,000.
3. If any, the agreed value of property other than cash contributed by members is \$-0-. A description of the property is attached and made part hereof.
4. The total amount of cash or property anticipated to be contributed by members is \$500,000. This total includes amounts from 2 and 3 above.


Signature of a member or authorized
representative of a member.
(In accordance with section 608.402(3),
Florida Statutes, the execution of this
affidavit constitutes an affirmation under
the penalties of perjury that the facts
stated herein are true.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Continental Health Properties
of Ft. Myers, LLC

2. The name and address of the registered agent and office is:

Christian F. Henning, Jr.

(Name)

4951 Tamiami Trail, Suite 3

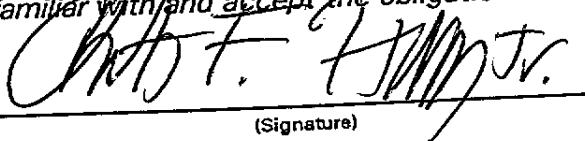
(P.O. Box not acceptable)

Naples, FL 34103

(City/State/Zip)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

8/27/98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent